

SEP 04 '12 -1 06 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
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www.firstunionrail.com

VIA UPS 2nd DAY AIR

August 30, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated August 27, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 26215.

The names and addresses of the parties to the enclosed document are:

Lessor/Manager: First Union Rail Corporation
One O'Hare Centre
6250 N River Rd, Ste. 5000
Rosemont, IL 60018

Lessee: The Yaffe Companies, Incorporated
G & Lexington
PO Box 916
Muskogee, OK 74402

Owner: ATEL Leasing Corporation
600 California Street, 6th Floor
San Francisco, California 94108

A description of the railroad equipment covered by the enclosed document is for three (3) gondola cars having AFCX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist
Enclosures

(YACO011)

MEMORANDUM OF LEASE AND ASSIGNMENT

THIS MEMORANDUM OF LEASE AND ASSIGNMENT (the "Memorandum") is made and entered into as of this the 27th day of August, 2012, by and between First Union Rail Corporation (the "Lessor"), a North Carolina corporation, acting in its capacity as manager for ATEL Leasing Corporation, its successors and assigns, the owner of the Cars, as defined below, ("ATEL"), pursuant to a Railcar Management Agreement dated as of April 1, 2002, as amended, and The Yaffe Companies, Incorporated ("Lessee"), an Oklahoma corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Master Lease"), dated as of January 31, 2006, whereby Lessor has agreed to lease to Lessee certain railcars as described more specifically on Exhibit A attached hereto, (the "Cars"), pursuant to Rider No. 11 (the "Rider") which Rider incorporates by reference the terms and condition of the Master Lease and is a separate and independent lease, (the "Lease"), effective as of May 30, 2012, and subject to the terms, conditions and provisions of the above-mentioned Lease.

Lessor hereby assigns and transfers to ATEL all of its right, title and interest as Lessor in the Lease, excluding from such assignment only its rights as manager of the Lease and Cars under the Railcar Management Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

LESSOR:

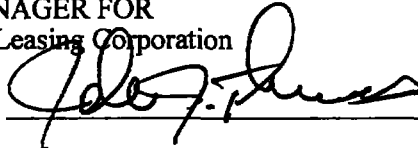
RECORDATION NO. 26215-E FILED

FIRST UNION RAIL CORPORATION,
as MANAGER FOR
ATEL Leasing Corporation

SEP 04 '12 -1 06 PM

ATTEST:

By:



SURFACE TRANSPORTATION BOARD

Name:

JOHN J. THOMAS
PRESIDENT

Title:

By: Susan GrokulskaName: SUSAN GROKULSKY
ASSISTANT DIRECTORTitle: OF DOCUMENTATIONExecuted on this 27th day of August, 2012.STATE OF IllinoisCOUNTY OF Cook

I, Janice L Enolva, a Notary Public of the County and State aforesaid, certify that John J Thomas personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

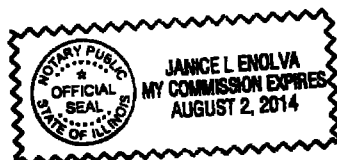
WITNESS my hand and official stamp or seal, this 27th day of August, 2012.

Janice L. Enolva
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



LESSEE:

THE YAFFE COMPANIES, INCORPORATED

ATTEST:

By:

Name:

Title:

By:

Name:

Title:

Executed on this 17 day of AUGUST, 2012

[CORPORATE SEAL]

STATE OF Oklahoma

COUNTY OF Muskogee

I, Donna Jean Loftin, a Notary Public of the County and State aforesaid, certify that Lyle Bachman personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 17 day of August, 2012.

Donna Jean Loftin
Notary Public

Commission Expires:

5-11-2014
(Notary Public)

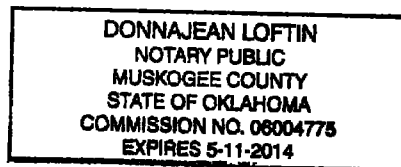


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Three (3)

DESCRIPTION OF CARS: Gondola Cars

CAR NUMBERS:

1	AFCX	315987
2	AFCX	315996
3	AFCX	315998